

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, DC 20554**

In the Matter of the Application of	)	
	)	
<b>DataBank Holdings Ltd.</b>	)	WC Docket No. 19-302
Transferor,	)	
	)	File No. ITC-T/C-20191018-00171
<b>HRS Internet, LLC,</b>	)	
Licensee,	)	
	)	
and	)	
	)	
<b>Everstream Solutions LLC,</b>	)	
Transferee,	)	
	)	
for Authority Pursuant to Section 214 of the	)	
Communications Act of 1934, as Amended, and	)	
Sections 63.04 and 63.24 of the Commission’s	)	
Rules to Transfer Control of a Domestic and	)	
International Section 214 Carrier	)	

**SUPPLEMENT**

DataBank Holdings Ltd. (“DataBank” or “Transferor”), HRS Internet, LLC (“HRS Internet” or “Licensee”), and Everstream Solutions LLC (“Everstream Solutions” or “Transferee”) (collectively, “Applicants”) submit the following supplemental information at the request of Commission staff and in connection with the above-referenced Application.<sup>1</sup>

As stated on pages 3-4 of the Application, Everstream Solutions is a wholly owned subsidiary of Midwest Fiber Acquisition LLC (“Midwest”). Midwest is directly owned by Midwest Fiber Holdings LP which, in turn, is directly owned by Midwest Intermediate US LP.<sup>2</sup>

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<sup>1</sup> Capitalized terms not otherwise defined in this Supplement have the meaning ascribed to them in the Application.

<sup>2</sup> Although Midwest reported in a prior filing with the FCC that its ownership was expected to include Co-Investor Holdco as the intermediate owner between Midwest Fiber Holdings LP and Midwest Intermediate US LP, Co-Investor Holdco was not ultimately included

Midwest is ultimately indirectly owned by three limited partnerships organized in Luxembourg (AMP Capital Global Infrastructure Fund IIA LP, AMP Capital Global Infrastructure Fund IIB LP and AMP Capital Global Infrastructure Fund IIC LP), collectively referred to as GIF II that indirectly holds a 100% interest in Transferee. The three limited partnerships indirectly own the following percentages in Transferee (and will own the same percentages in Licensee upon consummation of the Transaction):

- AMP Capital Global Infrastructure Fund IIA LP directly owns 13.7% of Midwest Intermediate US LP and an approximate 13.7% indirect interest in Transferee.
- AMP Capital Global Infrastructure Fund IIC LP directly owns 79.3% of GIF Aggregator LP and an approximate 68.4% indirect interest in Transferee.
- AMP Capital Global Infrastructure Fund IIC LP directly owns 20.7% of GIF Aggregator LP and an approximate 17.8% indirect interest in Transferee.<sup>3</sup>

To further clarify the direct and indirect ownership structure of the Transferee, Applicants are resubmitting the post-transaction charts (attached hereto). These charts add Pantheon G

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as an intermediate owner. *See* Application, WC Docket No. 18-93; IB File Nos. ITC-T/C-20180323-00064, ITC-T/C-20180323-00065, filed March 23, 2019.

<sup>3</sup> The individual ownership percentages indirectly held by the three limited liability entities in Transferee have slightly changed from those reported in a supplement filed with the FCC on April 6, 2018, but the collective total ownership percentage in Transferee by GIF II remains 100%. *See* Supplement, WC Docket No. 18-93; IB File Nos. ITC-T/C-20180323-00064, ITC-T/C-20180323-00065, filed April 6, 2018.

Infrastructure Opportunities LP, which indirectly owns 13.45% of GIF II.<sup>4</sup> The charts also remove entities that are neither an FCC license-holder<sup>5</sup> nor in the ownership chain.<sup>6</sup>

To Applicants' knowledge, none of Midwest, Midwest Fiber Holdings LP, Midwest Fiber Intermediate US LP, Midwest Fiber Midco LP, GIF Aggregator LP, GIF II, Pantheon G Infrastructure Opportunities LP, AMP Capital Investors (GIF II GP) S.a.r.l., AMP Capital Investors International Holdings Ltd., AMP Capital Holdings Ltd., Mitsubishi UFJ Trust and Banking Corporation, Mitsubishi UFJ Financial Group, Inc., AMP Holdings Ltd., AMP Group Holdings Ltd., and AMP Limited currently hold interests in any entity providing telecommunications services in the U.S. other than Transferee, Everstream GLC Holding Company, LLC, and Lynx Network Group, Inc.

Respectfully submitted,

*/s/ Bruce Olcott*

*/s/ Danielle Burt*

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Counsel for Transferee

Dated: October 28, 2019

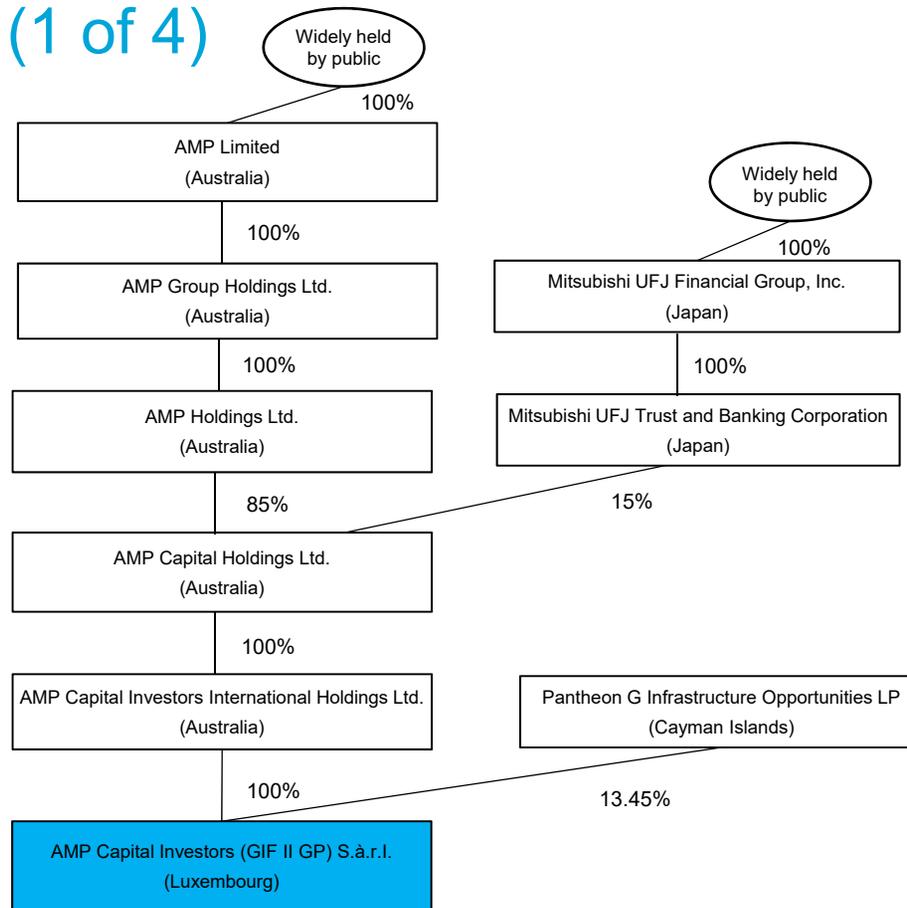
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<sup>4</sup> Pantheon G Infrastructure Opportunities LP was previously reported to the FCC as having a 25% ownership interest in GIF II. *See* Application, WC Docket No. 18-93; IB File Nos. ITC-T/C-20180323-00064, ITC-T/C-20180323-00065, filed March 23, 2019.

<sup>5</sup> American Fiber Comm L.L.C. d/b/a Arch Fiber Networks, a wholly owned subsidiary of Transferee, and Lynx Fiber One, LLC and Lynx Fiber Two, LLC, wholly owned subsidiaries of Lynx Network Group, Inc. and affiliates of Transferee, are dark fiber providers.

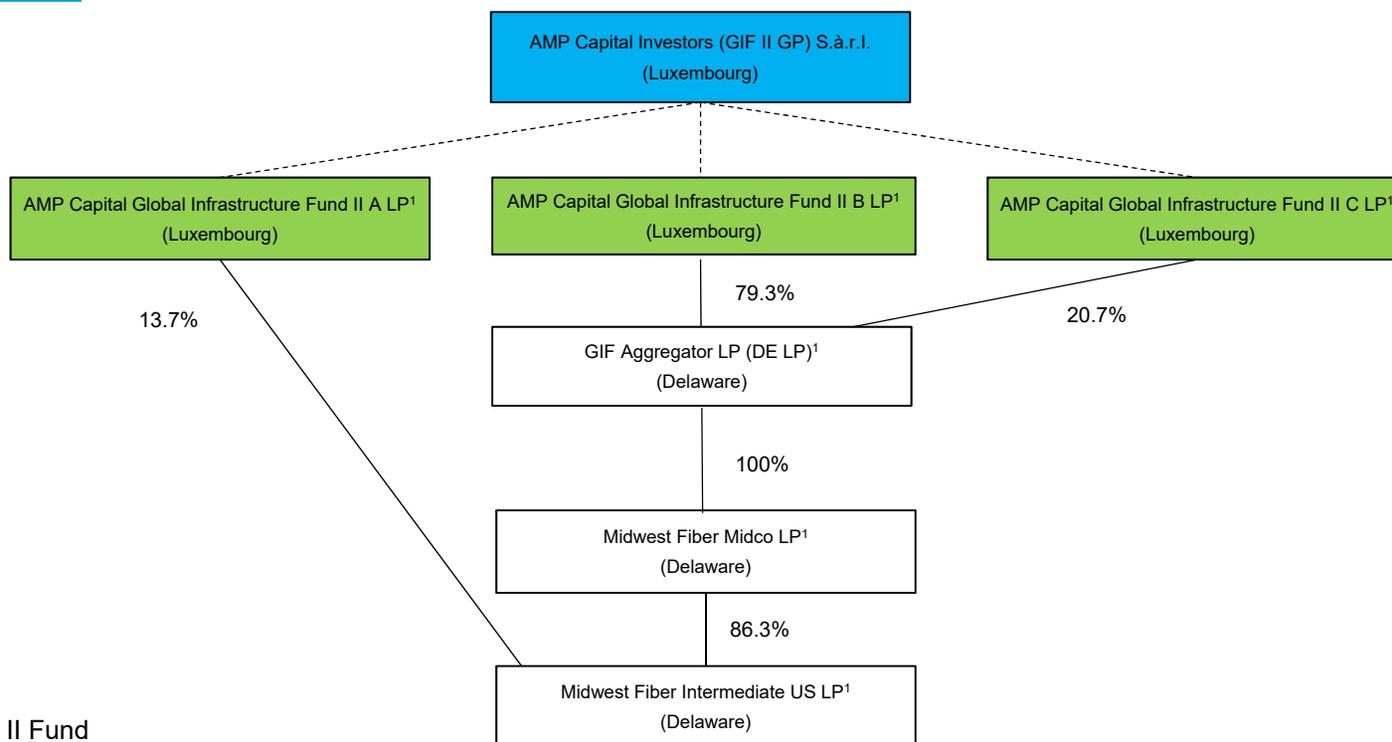
<sup>6</sup> AMP Capital Investors (UK) Ltd, which is wholly owned by AMP Capital Investors International Holdings Ltd., has no ownership interest in Transferee.

# Post-Closing Structure (1 of 4)



 General Partner Controlling the GIF II Fund

## Post-Closing Structure (2 of 4)

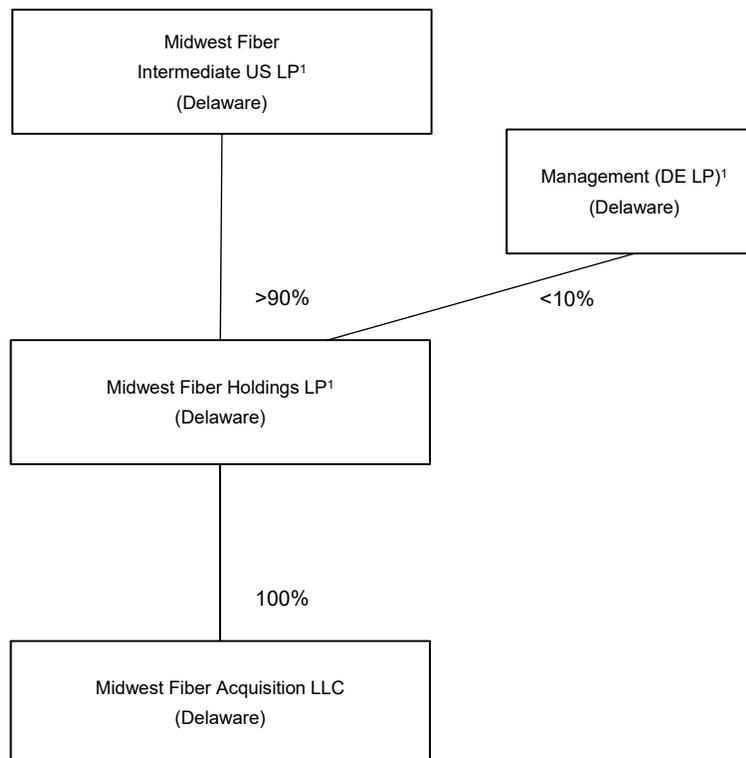


The GIF II Fund

General Partner Controlling the GIF II Fund

1. AMP Capital Investors (GIF II GP) S.à.r.l. is the general partner of this entity.

## Post-Closing Structure (3 of 4)



1. AMP Capital Investors (GIF II GP) S.à.r.l. is the general partner of this entity.

## Post-Closing Structure (4 of 4)

